

MEMORANDUM TRANSMISSION REPORT

P00000099746

TIME : OCT-26-00 12:25 PM
TEL NUMBER: 305 374-5095
TEL NUMBER2:
NAME : AKERMAN SENTERFITT

FILE NUMBER : 252
DATE : OCT-26 12:25PM
TO : 93053745095
DOCUMENT PAGES : 07
START TIME : OCT-26 12:25PM
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SENT PAGES : 07

FILE NUMBER : 252 *** SUCCESSFUL TX NOTICE ***

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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((((H00000056472 4)))

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To: Division of Corporations
Fax Number : (250) 922-4000
From: ASTRID BUTTARI, Legal Assistant
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075-72003360
Phone : (305) 374-5095
Fax Number : (305) 374-5095

MERGER OR SHARE EXCHANGE
SECURITY-E-DOC REINCORPORATION, INC.

Certificate of State	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED
00 OCT 27 AM 10:20
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 26 PM 4: 22

FILED

*Morgan/KC
KPC
10/27*

ARTICLES OF MERGER
Merger Sheet

MERGING:

SECURIT-E-DOC, INC., a Delaware corporation qualified in Florida, document
number F0000002114

INTO

SECURIT-E-DOC REINCORPORATION, INC. which changed its name to
SECURIT-E-DOC, INC., a Florida entity, P00000099746

File date: October 26, 2000

Corporate Specialist: Karen Gibson

FAX AUDIT NO.: H00000056472

**ARTICLES OF MERGER
OF
SECURIT-E-DOC, INC.
a Delaware Corporation
with and into
SECURIT-E-DOC REINCORPORATION, INC.,
a Florida Corporation**

FILED
 00 OCT 26 PM 11:22
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Statutes, Securit-e-Doc Reincorporation, Inc., a Florida corporation, and Securit-e-Doc, Inc., a Delaware corporation, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:
 - (a) Securit-e-Doc, Inc. a Delaware corporation (the "Merging Corporation"), and
 - (b) Securit-e-Doc Reincorporation, Inc., a Florida corporation ("the Surviving Corporation").

2. The Merging Corporation is hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall hereupon cease. The Surviving Corporation is the surviving corporation in the Merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously and duly adopted by the board of directors and the stockholders of the Merging Corporation by joint unanimous written consent of even date herewith in lieu of holding special meetings, pursuant to Sections 141(f) and 228 of the Delaware General Corporation Law.

4. The Agreement and Plan of Merger was unanimously approved by the board of directors and the shareholders of the Surviving Corporation by joint unanimous written consent of even date herewith in lieu of holding special meetings, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act ("FBCA").

5. The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of Section 607.1105 and 607.1106 of the FBCA.

[Signatures on following page]



The parties have caused these Articles of Merger to be executed on October 25, 2000.

MERGING CORPORATION:

SECURIT-E-DOC, INC.

By: 

Robert H. Barron

Chief Executive Officer and President

SURVIVING CORPORATION:

SECURIT-E-DOC REINCORPORATION, INC.

By: 

Robert H. Barron

Chief Executive Officer and President

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated October 25, 2000 ("Agreement"), is entered into between SECURIT-E-DOC REINCORPORATION, INC., a Florida corporation ("SRI"), and SECURIT-E-DOC, INC., a Delaware corporation ("Securit-e-Doc").

RECITALS

A. Securit-e-Doc has an aggregate authorized capital of 1,500 shares of common stock, no par value per share ("Securit-e-Doc Common Stock"). As of the date hereof, there are 1,000 shares of Securit-e-Doc Common Stock issued and outstanding.

B. SRI has an aggregate authorized capital stock of 225,000,000 shares, consisting of 200 million shares of Common Stock, par value \$.0001 per share ("SRI Common Stock"), of which 160,000,000 shares of Common Stock will be classified as a series of Common Stock referred to as the "Class A Voting Common Stock," and 40,000,000 shares will be classified as a series of Common Stock referred to as the "Class B Non-Voting Common Stock," and 25,000,000 shares of Preferred Stock, par value \$.0001 per share ("SRI Preferred Stock"). As of the date hereof, there are (i) 100 shares of Class A Voting Common Stock ("SRI Voting Stock") issued and outstanding, (ii) no shares of Class B Non-Voting Common Stock issued and outstanding, and (iii) no shares of SRI Preferred Stock issued and outstanding.

C. The respective Boards of Directors of SRI and Securit-e-Doc believe that the best interests of SRI and Securit-e-Doc and their respective stockholders will be served by the merger of Securit-e-Doc with SRI under and pursuant to the provisions of this Agreement and the Delaware General Corporation Law and the Florida Business Corporation Act.

AGREEMENT

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. *Merger.* Securit-e-Doc shall be merged with and into SRI ("Merger").
2. *Effective Date.* The Merger shall become effective immediately upon the later of the filing of this Agreement with the Secretary of State of Delaware in accordance with the Delaware General Corporation Law and the filing of articles of merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act. The time of such effectiveness is hereinafter called the "Effective Date."
3. *Surviving Corporation.* SRI shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of Securit-e-Doc shall cease.

4 *Name of Surviving Corporation* On the Effective Date, the Articles of Incorporation of SRI shall be amended to change the name of SRI to "Securit-e-Doc, Inc."

5. *Articles of Incorporation.* Except as provided in Section 4, the Articles of Incorporation of SRI as it exists on the Effective Date shall be the Articles of Incorporation of SRI following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.

6. *Bylaws.* The Bylaws of SRI as they exist on the Effective Date shall be the Bylaws of SRI following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.

7. *Board of Directors and Officers.* The members of the Board of Directors and the officers of Securit-e-Doc immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of SRI following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. *Retirement of Outstanding SRI Voting Stock.* Forthwith upon the Effective Date, each of the 100 shares of Class A Voting Common Stock of SRI presently issued and outstanding shall be retired, and no shares of Class A Voting Common Stock or other securities of SRI shall be issued in respect thereof.

9. *Conversion of Outstanding Securit-e-Doc Stock.* Forthwith upon the Effective Date, each issued and outstanding share of Securit-e-Doc Common Stock and all rights in respect thereof shall be converted into 75,000 fully paid and nonassessable shares of SRI's Class A Voting Common Stock. After the Effective Date, each holder of an outstanding certificate representing shares of Securit-e-Doc Common Stock may, at such stockholder's option, surrender the same to SRI for cancellation, and each such stockholder shall be entitled to receive in exchange therefor a certificate(s) evidencing the ownership of 75,000 shares of SRI's Class A Voting Common Stock for each share of Securit-e-Doc Common Stock held in such stockholder's name as are represented by the Securit-e-Doc certificate(s) surrendered to SRI.

10. *Rights and Liabilities of SRI.* On and after the Effective Date, and all in the manner of and as more fully set forth in Section 607.1106 of the Florida Business Corporation Act and Section 259 of the Delaware General Corporation Law, the title to all real estate and other property, or any interest therein, owned by each of Securit-e-Doc and SRI shall be vested in SRI without reversion or impairment; SRI shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of each of Securit-e-Doc and SRI without reversion or impairment; SRI shall thenceforth be responsible and liable for all the liabilities and obligations of each of Securit-e-Doc and SRI; any claim existing or action or proceeding pending by or against Securit-e-Doc or SRI may

be continued as if the Merger did not occur or SRI may be substituted for Securit-e-Doc in the proceeding; neither the rights of creditors nor any liens upon the property of Securit-e-Doc or SRI shall be impaired by the Merger; and SRI shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

11. *Termination.* This Agreement may be terminated and abandoned by action of the respective Boards of Directors of Securit-e-Doc and SRI at any time prior to the Effective Date, whether before or after approval by the stockholders of either or both of the parties hereto

12. *Amendment.* The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date

13. *Registered Office.* The registered office of SRI in the State of Florida is located at One S.E. Third Avenue, 28th Floor, Miami, Florida 33131, and American Information Services is the registered agent of SRI at such address.

14. *Inspection of Agreement.* Executed copies of this Agreement will be on file at the principal place of business of SRI at 1689 Forum Place, West Palm Beach, Florida 33401. A copy of this Agreement shall be furnished by SRI, on request and without cost, to any stockholder of either Securit-e-Doc or SRI.

15. *Governing Law.* This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

16. *Service of Process.* On and after the Effective Date, SRI agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Securit-e-Doc or SRI arising from the Merger.

17. *Designation of Delaware Secretary of State as Agent for Service of Process.* On and after the Effective Date, SRI irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceeding to enforce the rights of any stockholders of Securit-e-Doc or SRI arising from the Merger. The Delaware Secretary of State is requested to mail a copy of any such process to SRI at 1689 Forum Place, West Palm Beach, Florida 33401 Attention: Chief Executive Officer.

[signature page follows]



IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Plan and Agreement of Merger to be executed, respectively, by its Chief Executive Officer and attested by its Secretary.

ATTEST:

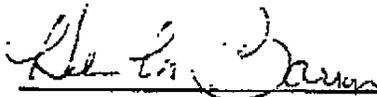
SECURIT-E-DOC REINCORPORATION, INC.,
a Florida corporation


Secretary

By: 
Its: Chief Executive Officer and President

ATTEST:

SECURIT-E-DOC, INC., a Delaware corporation


Secretary

By: 
Its: Chief Executive Officer and President